

August 26, 2020

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Ltd.
Exchange Plaza, C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400051.

Scrip ID: BSOFT
Scrip Code: 532400

Symbol: BSOFT
Series: EQ

Kind Attn: The Manager,
Department of Corporate Services

Kind Attn: The Manager,
Listing Department

Subject: - Proceedings of the Twenty Ninth Annual General Meeting (“AGM”) of Birlasoft Limited (“the Company”).

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the Twenty Ninth AGM of the Company held on August 26, 2020.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**
(Formerly *KPIT Technologies Limited*)



Sneha Padve
Company Secretary & Compliance Officer



Encl.: - As mentioned above.

Birlasoft Limited

(Formerly *KPIT Technologies Limited*)

Registered Office: 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune (MH) 411057, India

Tel: +91 20 6652 5000 | Fax +91 20 6652 5001 | contactus@birlasoft.com | www.birlasoft.com

CIN: L72200PN1990PLC059594

Summary of proceedings of the Twenty Ninth Annual General Meeting of Birlasoft Limited

The Twenty Ninth Annual General Meeting (“AGM”) of Birlasoft Limited (“the Company”) was held on Wednesday, August 26, 2020, at 02:30 p.m. (IST), through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) facility, in compliance with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI (LODR) Regulations, 2015”). The deemed venue of the AGM was the Registered Office of the Company, i.e., 35 & 36, Rajiv Gandhi Infotech Park, Phase - I, MIDC, Hinjawadi, Pune - 411057, Maharashtra, India.

The meeting concluded at 03:43 p.m. (IST) [including time allowed for e-voting at the AGM].

The following Directors were present:

Sr. No.	Name	Attended through VC/OAVM from
1	Ms. Amita Birla - Chairman & Non-Executive Director	New Delhi
2	Mr. Chandrakant Birla - Non-Executive Director	New Delhi
3	Mr. Anant Talaulicar - Independent Director & Chairman of the Nomination and Remuneration Committee	Mumbai
4	Ms. Alka Bharucha - Independent Director & Chairman of the Stakeholders Relationship Committee	Mumbai
5	Mr. Ashok Kumar Barat - Independent Director & Chairman of the Audit Committee	Mumbai
6	Ms. Nandita Gurjar - Independent Director	Bangalore
7	Mr. Dharamder Kapoor - Chief Executive Officer (“CEO”) & Managing Director	Noida

In attendance

Sr. No.	Name	Attended through VC/OAVM from
1	Mr. Chandrasekar Thyagarajan - Chief Financial Officer	Bangalore
2	Mr. Shantanu Rudra - Head of Finance	Noida
3	Ms. Sneha Padve - Company Secretary	Pune
4	Mr. Vikas Jadhav - Head - Investor Relations	Pune
5	Mr. Nilesh Mundra - Representative, B S R & Co. LLP, Statutory Auditor	Pune
6	Ms. Snehal Kulkarni - Representative, Dr. K. R. Chandratre, Secretarial Auditor	Pune
7	Mr. Jayavant B. Bhawe - Scrutinizer	Pune

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Quorum

A total of 93 members attended the meeting.

Chairman

Ms. Amita Birla - Chairman & Non-Executive Director, chaired the meeting.

Proceedings

Ms. Sneha Padve - Company Secretary, welcomed the members of the Company and briefed them about the process to participate at the meeting. Thereafter, Ms. Amita Birla (“the Chairman”) welcomed the members and requested the other Directors to introduce themselves. The Company Secretary then informed that the statutory registers & documents as required to be kept under the Companies Act, 2013, were open for inspection on the website of the Company. It was further informed that as the AGM was held through VC/OAVM, the facility for appointment of proxies by the members was not applicable and hence, the proxy register was not available for inspection. The members were also briefed about the process for questions & answers and e-voting.

Thereafter, the Chairman delivered her speech followed by a presentation made by Mr. Dharmander Kapoor - CEO & Managing Director of the Company. The Company Secretary informed about the unqualified opinions expressed by the Statutory Auditor & Secretarial Auditor of the Company on the financial statements and matters. The Annual Report which was already circulated and the Notice of the Twenty Ninth Annual General Meeting and the Board’s Report along with annexures were taken as read. All the resolutions were taken up by Mrs. Amita Birla, except for Resolution No. 4 as mentioned in the below table, which was taken up by Mr. Ashok Kumar Barat.

The following items were transacted at the AGM:

Sr. No.	Particulars of Resolution	Type of Resolution
1	Adoption of audited Financial Statements - standalone	Ordinary
2	Adoption of audited Financial Statements - consolidated	Ordinary
3	Confirmation of interim dividend and declaration of final Dividend	Ordinary
4	Re-appointment of Mr. Chandrakant Birla as a Director liable to retire by rotation	Ordinary
5	Approval of requests received from certain shareholders for re classification of their shareholding from “Promoter and Promoter Group” category to “Public” category	Ordinary
6	Adoption of a new set of Memorandum of Association	Special
7	Approval of the waiver of recovery of excess remuneration	Special

Thereafter, the speaker members were invited to ask their questions, and give their opinions and suggestions, if any, and the same were addressed.

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Mr. Jayavant Bhavé, Proprietor - J. B. Bhavé & Co., Company Secretaries, was appointed as the Scrutinizer to scrutinize the votes cast in this AGM & remote e-voting and submit a consolidated report thereon. The Consolidated Scrutinizer's Report in prescribed format along with the details of the voting results (remote e-voting & e-voting at AGM) on all the resolutions as set out in the Notice of AGM, pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015, will be submitted to the Stock Exchanges within prescribed timelines.

The Chairman authorized the Company Secretary to receive the Scrutinizer's Report & related documents, declare the result and submit the same to the Stock Exchanges.

These reports will also be uploaded on the website of the Company and on the website of National Securities Depository Limited.

After the vote of thanks was delivered by Mr. Chandrasekar Thyagarajan - Chief Financial Officer of the Company, the voting lines were kept open for 15 minutes for the members to vote.

The Company Secretary, thereafter, informed the members that the meeting was concluded.

Thanking you.

Yours faithfully,

For **Birlasoft Limited**
(Formerly *KPIT Technologies Limited*)



Sneha Padve
Company Secretary & Compliance Officer



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